EXTENDED TO APRIL 18, 2016

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning SEP 1, 2014, and ending AUG 31, 2015

Name of foundation
THE LATHAM FOUNDATION
FOR THE PROMOTION OF HUMANE EDUCATION

A Employer identification number
94-1243662

Number and street (or P O box number if mail is not delivered to street address)
1320 HARBOR BAY PARKWAY, STE 200

Room/suite

B Telephone number
(510)521-0920

City or town, state or province, country, and ZIP or foreign postal code
ALAMEDA, CA 94502

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 2,640,667.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) ______ *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	302,636.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	30,774.	30,774.	30,774.	STATEMENT 1
	5a	Gross rents	46,683.		46,683.	STATEMENT 2
	b	Net rental income or (loss) 27,052.				STATEMENT 3
	6a	Net gain or (loss) from sale of assets not on line 10	1,248,140.			
	b	Gross sales price for all assets on line 6a 1,511,615.				
	7	Capital gain net income (from Part IV, line 2)		1,248,140.		
	8	Net short-term capital gain			0.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	4,590.	0.	4,590.	STATEMENT 4
	12	**Total** Add lines 1 through 11	1,632,823.	1,278,914.	82,047.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	90,032.	7,164.	7,164.	75,704.
	14	Other employee salaries and wages	129,641.	0.	0.	129,641.
	15	Pension plans, employee benefits	15,944.	1,038.	0.	14,906.
	16a	Legal fees STMT 5	405.	0.	0.	405.
	b	Accounting fees STMT 6	7,255.	0.	0.	7,255.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 7	17,699.	56.	82.	17,561.
	19	Depreciation and depletion	6,904.	0.	4,192.	
	20	Occupancy	10,206.	0.	0.	10,206.
	21	Travel, conferences, and meetings	25,302.	0.	0.	25,302.
	22	Printing and publications	22,640.	0.	0.	22,640.
	23	Other expenses STMT 8	60,671.	13,398.	15,357.	31,916.
	24	**Total operating and administrative expenses** Add lines 13 through 23	386,699.	21,656.	26,795.	335,536.
	25	Contributions, gifts, grants paid	0.			0.
	26	**Total expenses and disbursements** Add lines 24 and 25	386,699.	21,656.	26,795.	335,536.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	1,246,124.			
	b	**Net investment income** (if negative, enter -0-)		1,257,258.		
	c	**Adjusted net income** (if negative, enter -0-)			55,252.	

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11-24-14 LHA For Paperwork Reduction Act Notice, see instructions

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		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	10,625.	11,095.	11,095.
	2	Savings and temporary cash investments	101,730.	334,021.	334,021.
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less· allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,924.	5,784.	5,784.
	10a	Investments - U S. and state government obligations			
	b	Investments - corporate stock STMT 11	959,594.	2,046,013.	2,277,769.
	c	Investments - corporate bonds			
	11	Investments - land buildings and equipment basis ▶			
		Less accumulated depreciation ▶	76,347.		
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶ 67,197.			
		Less accumulated depreciation ▶ 65,934.	15,793.	1,263.	6,800.
	15	Other assets (describe ▶ DEPOSITS)	0.	5,198.	5,198.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,166,013.	2,403,374.	2,640,667.
Liabilities	17	Accounts payable and accrued expenses	9,468.	3,669.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ TENANT DEPOSITS)	2,818.	0.	
	23	**Total liabilities** (add lines 17 through 22)	12,286.	3,669.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	1,153,727.	2,399,705.	
	30	**Total net assets or fund balances**	1,153,727.	2,399,705.	
	31	**Total liabilities and net assets/fund balances**	1,166,013.	2,403,374.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,153,727.
2	Enter amount from Part I, line 27a	2	1,246,124.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	123,408.
4	Add lines 1, 2, and 3	4	2,523,259.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	123,554.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,399,705.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,511,615.	407,375.	670,850.	1,248,140.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,248,140.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,248,140.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.) N/A

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013			
2012			
2011			
2010			
2009			

2 **Total** of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☒ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	N/A
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	
3	Add lines 1 and 2			3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-			5	0.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a			
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ LATHAM.ORG

14 The books are in care of ▶ THE LATHAM FOUNDATION FOR THE PROMO Telephone no.▶(510)521-0920

Located at ▶1320 HARBOR BAY PARKWAY, STE 200, ALAMEDA, CA ZIP+4 ▶94502

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________, ________, ________, ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		90,032.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,796,264.
b	Average of monthly cash balances	1b	228,735.
c	Fair market value of all other assets	1c	17,782.
d	**Total** (add lines 1a, b, and c)	1d	2,042,781.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,042,781.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,642.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,012,139.
6	**Minimum investment return** Enter 5% of line 5	6	100,607.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2014 from Part VI, line 5 2a		
b	Income tax for 2014. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	335,536.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	335,536.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	335,536.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2014 a Enter amount for 2013 only				
b Total for prior years: ______ , ______ , ______				
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ ______				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2015** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶ 10/30/85

b Check box to indicate whether the foundation is a private operating foundation described in section ☒ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	55,252.	57,860.	53,613.	26,795.	193,520.
b 85% of line 2a	46,964.	49,181.	45,571.	22,776.	164,492.
c Qualifying distributions from Part XII, line 4 for each year listed	335,536.	310,640.	295,504.	302,328.	1,244,008.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	335,536.	310,640.	295,504.	302,328.	1,244,008.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	302,636.	312,387.	250,542.	282,001.	1,147,566.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	302,636.	312,387.	250,542.	282,001.	1,147,566.
(3) Largest amount of support from an exempt organization	172,529.	187,319.	140,868.	177,770.	678,486.
(4) Gross investment income	1,542,389.	67,150.	24,320.	47,958.	1,681,817.

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NONE				
Total			▶ 3a	0.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2014)

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11-24-14

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a SALES & RENTAL OF					
b EDUCATIONAL PUBLICATIONS					3,256.
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					1,334.
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	30,774.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					27,052.
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	36,100.	1,212,040.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		66,874.	1,243,682.

13 Total Add line 12, columns (b), (d), and (e) 13 1,310,556.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
1	NOMINAL CHARGES ARE MADE TO USERS OF THE FOUNDATION'S EDUCATIONAL FILM LIBRARY & OTHER MATERIALS TO COVER HANDLING & SHIPPING COSTS. THE FOUNDATIONS'S PRINCIPAL EXEMPT PURPOSE, THE HUMANE TREATMENT OF ANIMALS, IS ACCOMPLISHED IN THE USE OF THESE ITEMS BY INTERESTED PARTIES. ALSO, A NEWSLETTER IS REGULARLY PUBLISHED & CIRCULATED TO FOUNDATION MEMBERS & OTHER INTERESTED PARTIES.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date: 1/21/2016

Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self- employed	PTIN
Gail Artikaslan	Gail Artikaslan	01/20/16		P00855822

Firm's name ▶ GAIL S ARTIKASLAN, EA

Firm's EIN ▶

Firm's address ▶ 2421 ENCINAL AVE (C)
ALAMEDA, CA 94501

Phone no. (510)769-9113

Form 990-PF (2014)

THE LATHAM FOUNDATION
FOR THE PROMOTION OF HUMANE EDUCATION

CONTINUATION FOR 990-PF, PART IV
94-1243662 PAGE 1 OF 2

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo., day, yr.)
1a	10 CHEMOURS CO	P		08/05/15
b	2256 PIMCO ALL ASSET ALLOC	P		08/21/15
c	50 PRAXAIR INC	P		08/25/15
d	125 EMERSON ELECTRIC CO	P		08/25/15
e	771.605 SCHRODER EMERG	P		04/01/15
f	834.985 ABSOLUTE STRATEGIES	P		12/08/14
g	167.001 LOOMIS SAYLES	P		12/08/14
h	116.171 SENTINEL	P		12/08/14
i	6 HALYARD HEALTH INC	P		11/12/14
j	2.25 HALYARD HEALTH INC	P		11/13/14
k	266.193 ABSOLUTE STRATEGIES			10/02/14
l	132.45 T ROWE PRICE NEW			10/02/14
m	346.42 COLUMBIA S.C VAL			10/02/14
n	229.008 SCHRODER EMERGING			10/02/14
o	COMMERCIAL PROPERTY - 1826 CLEMENT AVE, ALAMEDA,	P	07/07/76	04/14/15

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	108.		127.	-19.
b	19,246.		25,000.	-5,754.
c	5,601.		3,415.	2,186.
d	6,123.		3,774.	2,349.
e	10,000.		10,640.	-640.
f	9,202.		8,792.	410.
g	5,000.		3,078.	1,922.
h	5,000.		3,783.	1,217.
i	226.		119.	107.
j	9.		5.	4.
k	3,000.		2,800.	200.
l	6,000.		4,054.	1,946.
m	6,000.		4,918.	1,082.
n	3,000.		3,158.	-158.
o	1,397,000.	407,375.	597,187.	1,207,188.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-19.
b				-5,754.
c				2,186.
d				2,349.
e				-640.
f				410.
g				1,922.
h				1,217.
i				107.
j				4.
k				200.
l				1,946.
m				1,082.
n				-158.
o				1,207,188.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

THE LATHAM FOUNDATION
FOR THE PROMOTION OF HUMANE EDUCATION

CONTINUATION FOR 990-PF, PART IV
94-1243662 PAGE 2 OF 2

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	36,100.			36,100.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				36,100.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	1,248,140.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	0.

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05-01-14

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990* .

OMB No 1545-0047

2014

Name of the organization
THE LATHAM FOUNDATION
FOR THE PROMOTION OF HUMANE EDUCATION

Employer identification number
94-1243662

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990 PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE LATHAM FOUNDATION FOR THE PROMOTION OF HUMANE EDUCATION	94-1243662

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BANK OF NEW YORK, TRUSTEE 706 MADISON AVE NEW YORK, NY 10021	$ 129,280.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	OTHERS	$ 355.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	UNION BANK OF CAL, TRUSTEE P O BOX 4500 SAN FRANCISCO, CA 94145	$ 172,529.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE LATHAM FOUNDATION FOR THE PROMOTION OF HUMANE EDUCATION	94-1243662

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE LATHAM FOUNDATION FOR THE PROMOTION OF HUMANE EDUCATION	94-1243662

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBS FINANICAL SERVICES - VARIOUS	12,799.	1,150.	11,649.	11,649.	11,649.
UNION BANK OF CALIFORNIA - VARIOUS	54,075.	34,950.	19,125.	19,125.	19,125.
TO PART I, LINE 4	66,874.	36,100.	30,774.	30,774.	30,774.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
COMMERCIAL BUILDING	1 2	46,683.
TOTAL TO FORM 990-PF, PART I, LINE 5A		46,683.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		4,192.	
TAXES		82.	
INSURANCE		1,631.	
UTILITIES		5,565.	
REPAIRS & MAINTENANCE		7,120.	
LANDSCAPE		878.	
SUPPLIES		163.	
- SUBTOTAL -	1		19,631.
TOTAL RENTAL EXPENSES			19,631.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			27,052.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SALES & RENTAL OF EDUCATIONAL PUBLICATIONS	3,256.	0.	3,256.
MEMBERSHIP DUES AND ASSESSMENTS	1,334.	0.	1,334.
TOTAL TO FORM 990-PF, PART I, LINE 11	4,590.	0.	4,590.

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	405.	0.	0.	405.
TO FM 990-PF, PG 1, LN 16A	405.	0.	0.	405.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	7,255.	0.	0.	7,255.
TO FORM 990-PF, PG 1, LN 16B	7,255.	0.	0.	7,255.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL	17,400.	56.	0.	17,344.
REAL PROPERTY	110.	0.	82.	28.
OTHER	189.	0.	0.	189.
TO FORM 990-PF, PG 1, LN 18	17,699.	56.	82.	17,561.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
W/C INSURANCE	2,847.	93.	0.	2,754.
PROMOTION	3,074.	0.	0.	3,074.
FILM DISTRIBUTION	608.	0.	0.	608.
TELEPHONE	1,509.	0.	0.	1,509.
COMPUTER SUPPLIES & FEES	2,967.	0.	0.	2,967.
INSURANCE	4,815.	0.	1,631.	3,184.
UTILITIES	7,420.	0.	5,565.	1,855.
REPAIRS & SUPPLIES	9,560.	0.	7,283.	2,277.
LANDSCAPE MAINTENANCE	1,170.	0.	878.	292.
OFFICE	8,115.	0.	0.	8,115.
INVESTMENT FEES	13,305.	13,305.	0.	0.
BANK CHARGES	378.	0.	0.	378.
DUES & SUBSCRIPTIONS	285.	0.	0.	285.
FILM DEPARTMENT COST	4,618.	0.	0.	4,618.
TO FORM 990-PF, PG 1, LN 23	60,671.	13,398.	15,357.	31,916.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
ADJUSTMENT FOR SECURITIES BOOKED AT FAIR VALUE BASIS	123,408.
TOTAL TO FORM 990-PF, PART III, LINE 3	123,408.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
DECREASE IN UNREALIZED GAIN ON NON-CURRENT EQUITY SECURITIES	123,554.
TOTAL TO FORM 990-PF, PART III, LINE 5	123,554.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES	2,046,013.	2,277,769.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,046,013.	2,277,769.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HUGH H TEBAULT, III 43642 EXCELSO PL FREMONT, CA 94539	PRES, CHAIRMAN 30.00	71,638.	0.	0.
STACY BAAR 216 CHESWICK CT ALAMEDA, CA 94502	DIRECTOR 0.00	0.	0.	0.
SUZANNE CROUCH 8735 SKYLINE BLVD OAKLAND, CA 94611	DIRECTOR 0.00	0.	0.	0.
MARY L TEBAULT 43642 EXCELSO PL FREMONT, CA 94539	SEC/TREAS, DIRECTOR 30.00	18,394.	0.	0.
BETSY VAN SICKLEN-COHEN 13031 MEISS ROAD SLOUGHHOUSE, CA 95683	DIRECTOR 0.00	0.	0.	0.
DENISE CAHALAN 160 CUMBERLAND WAY ALAMEDA, CA 94502	V PRES, DIRECTOR 0.00	0.	0.	0.
JOAN TURMAINE 21 MILLINGTON CT ALAMEDA, CA 94502	DIRECTOR 0.00	0.	0.	0.
JAMES OLSON 2045 COMBSVILLE RD NAPA, CA 94558	DIRECTOR 0.00	0.	0.	0.

ERIC V BRUNER 14 1/2 COTTAGE STREET CAMBRIDGE, MA 02139	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		90,032.	0.	0.

Depreciation and Amortization Detail OTHER DEPRECIATION OTHER

Asset Number	Description of property							
	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
	BUILDINGS							
1	(D)LAND							
	070776	L			40,000.			0.
2	(D)BUILDING							
	070776	SL	33.00	16	60,776.		60,776.	0.
3	(D)BUILDING IMPROVEMENTS							
	080176	SL	33.00	16	6,919.		6,919.	0.
4	(D)BUILDING IMPROVEMENTS							
	070177	SL	33.00	16	12,308.		12,308.	0.
5	(D)BUILDING IMPROVEMENTS							
	070178	SL	33.00	16	65,906.		65,906.	0.
6	(D)BUILDING IMPROVEMENTS							
	070178	SL	33.00	16	13,124.		13,106.	0.
7	(D)BUILDING IMPROVEMENTS							
	070179	SL	33.00	16	50,841.		50,841.	0.
8	(D)BUILDING IMPROVEMENTS							
	070180	SL	33.00	16	41,973.		41,973.	0.
9	(D)BUILDING IMPROVEMENTS							
	070181	SL	33.00	16	3,525.		3,525.	0.
10	(D)BUILDING IMPROVEMENTS							
	070184	SL	33.00	16	13,291.		12,285.	235.
11	(D)BUILDING IMPROVEMENTS							
	070183	SL	5.00	16	1,765.		1,765.	0.
12	(D)CHANGED TO 33 YRS							
	090187	SL	29.15	16	175.		162.	4.
13	(D)ROOF							
	070182	SL	15.00	16	20,386.		20,386.	0.
14	(D)FLAG & POLE							
	110188	SL	20.00	16	1,228.		1,228.	0.
39	(D)ELECTRICAL RETROFIT							
	070395	SL	33.00	16	6,446.		3,738.	114.
44	(D)ROOF WATERPROOFING							
	100196	SL	10.00	16	12,606.		12,606.	0.
46	(D)HEATER UNIT - RENTAL							
	030100	SL	7.00	16	6,328.		6,328.	0.
51	(D)FOYER AND UPSTAIRS REMODEL							
	083101	SL	20.00	16	62,744.		40,781.	1,830.
54	(D)SIGNAGE							
	112701	SL	7.00	16	2,688.		2,688.	0.
57	(D)HEATER UNIT - DOWNSTAIRS							
	030904	SL	7.00	16	9,065.		9,065.	0.
58	(D)SECURITY CAMERA							
	072505	SL	7.00	16	1,417.		1,417.	0.
60	(D)TWO 5 TON HEATER PUMPS							
	081606	SL	10.00	16	32,424.		26,207.	1,891.
69	(D)PARKING LOT REPAVEMENT							
	060110	SL	10.00	16	1,927.		820.	113.
70	(D)CARPETING (LAW OFFICE)							
	090109	SL	10.00	16	7,565.		3,785.	442.
71	(D)FENCE							
	080610	SL	10.00	16	6,320.		2,580.	369.
75	(D)AXIS M3025-VE FIXED DOME NET CAMERA							
	070114	SL	5.00	17	555.		56.	56.

- Current year section 179 (D) - Asset disposed

Depreciation and Amortization Detail OTHER DEPRECIATION OTHER

Asset Number	Description of property	Date placed in service	Method/ IRC sec	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
76	(D)AXIS P5414-E NETWORK CAMERA	070114	SL	5.00	17	1,623.		163.	163.
77	(D)PARKING LOT REPAIRS	040214	SL	10.00	17	4,972.		249.	249.
78	(D)PARKING LOT REPAIRS	052314	SL	10.00	17	2,451.		123.	123.
	* OTHER TOTAL BUILDINGS					491,348.		401,786.	5,589.
	FURNITURE & FIXTURES								
15	CHAIR (SAMUELS)	100177	SL	10.00	16	73.		73.	0.
16	STORAGE SHELVES (CLAR) - 2	050278	SL	10.00	16	101.		101.	0.
17	(D)SAFETY DEPOSIT BOX	071878	SL	10.00	16	138.		138.	0.
18	(D)OUTDOOR FURNITURE	061379	SL	10.00	16	160.		160.	0.
19	REFRIGERATOR	012380	SL	10.00	16	647.		647.	0.
20	OFFICE FURNITURE	070155	SL		16	2,304.		2,304.	0.
21	TABLE & DESK	062970	SL		16	1,465.		1,465.	0.
22	DESK & CREDENZA	031571	SL		16	570.		570.	0.
23	SECRETARY CHAIRS & SHELF	070173	SL		16	2,288.		2,288.	0.
24	CHAIR & FILE CABINET	070174	SL		16	250.		250.	0.
25	DESK	030175	SL		16	88.		88.	0.
26	BOOK TRUCK	010168	SL		16	47.		47.	0.
27	OFFICE FURNITURE (CED'S)	080185	SL	12.00	16	4,692.		4,692.	0.
28	OFFICE REMODEL	030186	SL	12.00	16	1,403.		1,403.	0.
29	TYPEWRITER (IBM)	070186	SL	5.00	16	889.		889.	0.
30	LAMP	020188	SL	10.00	16	165.		165.	0.
31	LAMPS	011091	SL	7.00	16	141.		141.	0.
37	OFFICE FURNITURE	080693	SL	7.00	16	447.		447.	0.
38	SWIVEL CHAIR	030994	SL	7.00	16	409.		409.	0.
45	(D)HP LASER JET 6MP	120297	SL	3.00	16	1,082.		1,082.	0.
47	LOBBY UPHOLSTERED SLED CHAIR (2) (SPLIT)	083101	SL	7.00	16	601.		601.	0.
52	FIVE PANEL TABLE TOP DISPLAY CASE	081601	SL	7.00	16	8,269.		8,267.	0.

- Current year section 179 (D) - Asset disposed

Depreciation and Amortization Detail OTHER DEPRECIATION OTHER

Asset Number	Description of property	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
55	(D)DELL DIMENSION 2300 - HUGH	100402	SL	7.00	16	594.		594.	0.
56	(D)DELL DIMENSION 4550 - JUDY	051303	SL	7.00	16	777.		777.	0.
61	(D)HP COLOR LASERJET 2840	010407	SL	5.00	16	796.		796.	0.
62	AVEON B BLACK MELAMINE DESK	021607	SL	5.00	16	1,485.		1,485.	0.
63	(D)2-DELL DIMENSION E520 COMPUTERS	050807	SL	5.00	16	2,788.		2,788.	0.
64	(D)DELL INSPIRON E1505 LAPTOP	102406	SL	5.00	16	1,781.		1,781.	0.
65	NEC PHONE SYSTEM	070808	SL	5.00	16	3,199.		3,199.	0.
67	VIEWSONIC HDMI 1080P MONITOR (TULA)	070909	SL	5.00	16	224.		224.	0.
72	CVIZIO HDTV 20"	111809	SL	5.00	16	303.		289.	14.
73	MAC PRO 8-CORE CTO	011011	SL	5.00	17	4,275.		2,993.	855.
74	MACBOOK PRO	061212	SL	5.00	17	2,228.		948.	446.
	* OTHER TOTAL FURNITURE & FIXTURES					44,679.		42,101.	1,315.
	MACHINERY & EQUIPMENT								
32	PROJECTOR (B & H)	070168	SL		16	457.		457.	0.
33	66MM MOVIESCOPE (ZEISS) - 2	050169	SL		16	418.		418.	0.
34	PROJECTOR STAND	060169	SL		16	47.		47.	0.
35	CASSETTE PLAYBACK (SONY)	100780	SL	10.00	16	1,639.		1,639.	0.
36	MGN RECORDER (NAGRA)	100183	SL	12.00	16	2,800.		2,800.	0.
40	SONY BATTERY ADAPTOR/CHARGER	052196	SL	7.00	16	992.		992.	0.
41	SONY CAMCORDER	060496	SL	7.00	16	4,005.		4,005.	0.
42	SONY WIRELESS RECEIVER	081396	SL	7.00	16	936.		936.	0.
43	SONY WIRELESS TRANSMITTER	081396	SL	7.00	16	973.		973.	0.
48	INTERNATIONAL VCR	032301	SL	7.00	16	515.		515.	0.
49	SONY 19" COLOR MONITOR	051401	SL	7.00	16	1,314.		1,314.	0.
50	PIONEER DVD RECORDER - DIGITAL EDIT	071001	SL	7.00	16	5,420.		5,420.	0.
53	DLT 4000 EXT	040202	SL	7.00	16	1,091.		1,091.	0.
59	APPLE COMPUTER - TULA	092404	SL	7.00	16	5,781.		5,781.	0.

- Current year section 179 (D) - Asset disposed

Depreciation and Amortization Detail OTHER DEPRECIATION OTHER

Asset Number	Description of property Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
66	REFLEX 2 NEC DRIVES							
	032008	SL	5.00	16	505.		505.	0.
68	CANON XHA1 HD CAMCORDER (TULA)							
	011309	SL	5.00	16	3,741.		3,741.	0.
	* OTHER TOTAL MACHINERY & EQUIPMENT							
					30,634.		30,634.	0.
	* GRAND TOTAL OTHER DEPRECIATION							
					566,661.		474,521.	6,904.

- Current year section 179 (D) - Asset disposed